

UNITED STATES CURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB Number:	3235-0076
Expires: Novem	nber 30, 2001
Estimated avera	ge burden
hours per form.	16.00

OMB APPROVAL

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Name of Offering (check if	his is an amendment and name has ch	anged, and indicate change.)	port.	111.6117
Name of Offering (check if this is an amendment and name has changed, and indicate change.) Series A Preferred Stock Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: New Filing Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) NewMarkets International, Inc. Address of Executive Offices (Number and Street, City, State, Zip Code) Address of Principal Business Operations (Number and Street, City, State, Zip Code) Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Address of Issuer (check if this is an amendment and name has changed, and indicate change.) NewMarkets International, Inc. Address of Executive Offices (Number and Street, City, State, Zip Code) Address of Principal Business Operations (Number and Street, City, State, Zip Code) Filing Under (Check box(es) that apply): Rule 504 Section 4(6) ULOE Telephone Number (Including Area Code (650) 356-2900 Telephone Number (Including Area Code (if different from Executive Offices) Brief Description of Business Type of Business Organization Corporation Imited partnership, already formed other (please specify): PROCESSED Field 1 Section 4(6) ULOE Telephone Number (Including Area Code (650) 356-2900 Field 1 Section 4(6) ULOE Telephone Number (Including Area Code (650) 356-2900 Field 1 Section 4(6) ULOE Telephone Number (Including Area Code (650) 356-2900 Field 1 Section 4(6) ULOE Telephone Number (Including Area Code (650) 356-2900 Field 1 Section 4(6) ULOE Telephone Number (Including Area Code (650) 356-2900 Field 2 Section 4(6) ULOE Telephone Number (Including Area Code (650) 356-2900 Field 2 Section 4(6) ULOE Telephone Number (Including Area Code (650) 356-2900 Field 3 Section 4(6) ULOE Telephone Number (Including Area Code (650) 356-2900 Field 3 Section 4(6) ULOE Telephone Number (Includ				
Filing Under (Check box(es) that	apply): ☐ Rule 504 🛛 Rule 505	□ Rule 506 □ Section 4(6)	ULOE	
Type of Filing: ⊗ New Filing	☐ Amendment			
	A. BASIC IDI	ENTIFICATION DATA		
1. Enter the information request	ed about the issuer		LEB 15 20	102
Name of Issuer (check if the	s is an amendment and name has char	nged, and indicate change.)	· -	
NewMarkets International, Inc.				
Address of Executive Offices	(Number and S	Street, City, State, Zip Code)	Telephone	Number (Including Area Code)
1900 South Norfolk Street, Suite	350, San Mateo, CA 94403			
Address of Principal Business O	perations (Number and S	Street, City, State, Zip Code)	Telephone	Number (Including Area Code)
(if different from Executive Offi	ces)			
Brief Description of Business				
Type of Business Organization			_	PROCESSEU
		ed other (please s	pecify):	(11000000
☐ business trust	☐ limited partnership, to be formed			==D 2 E 2002
	Mont	h Year		LED - 0 - 00
Actual or Estimated Date of Inco	rporation or Organization:	9 3 🛛 Act	ual 🗆 Estima	ated THOMSON
Jurisdiction of Incorporation or	Organization: (Enter two-letter U.S. 1	Postal Service abbreviation for S		FINANCIAL
	CN for Canada, FN	for other foreign jurisdiction)	CA	1-11/1-11 APAILE

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available estate exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (5/91)

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

	Each general and	managing paru	ner of partnership issuers.						
	Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer		☐ General and/or Managing Partner	· .		
	Full Name (Last name first, Gady Nemerovski	if individual)		TO THE RESERVE OF THE SECOND S	· · · · · · · · · · · · · · · · · · ·	y Norwania			
	Business or Residence Add c/o NewMarkets Internatio				94403	10 958 от Помогноц Ром Магко тории по			
	Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner			
The state of the s	Full Name (Last name first, Tom Kappock	if individual)	ing a sama ang mga mga mga mga mga mga mga mga mga mg	1 3 1 Print William 7	t was just to	— Name (Lest 1997) fich on Kappöck			
(1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	Business or Residence Add c/o NewMarkets Internation	nal, Inc., 1900	South Norfolk Street, Sui	te 350, San Mateo, CA		Simess of Reynandia Ad- a New Markets Sittematic	pali non, pistoja		
Tumber and S	Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	⊗ Director	General and/or polymer Managing Partner			
	Full Name (Last name first, Stephen J. Getsy	and the second seco	A Commence of the Commence of	and the second s	e de la compania de La compania de la co		The second second		
oready forms to be formed	Business or Residence Add	ress (Number a	and Street, City, State, Zip	Code)	94403	्री 18mess or Residence Add राज Newldankers Internette	rest (Number ខុក mal, top., 15 % និ		
Alost San. []	Check Box(es) that Apply:	, as . 3.89	melander objekt fræ	agripe v poljed (al Čreje ir i		General and/or poly: Managing Partner			
r radigment D.A. P Sim Cagusan, Ele	Full Name (Last name first, John Jarve	if individual)	AND THE CONTROL OF THE PARTY OF	and the second of the second o	Trugat Disi. Sa Qaraski Sa	The Nature (Last name history)	find unus!		
	Business or Residence Addr c/o NewMarkets Internation				94403	Aness or Residence Add To NewMarkets Internatio			
e de la composición	Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	⊠ Director	General and/or Managing Partner	La grant stage		
	Full Name (Last name first, David Polifko	if individual)	a day a sa garan yakan da day Garan da garan yakan da da			Name (Last 7, 0, 0) -t of Polific	***************************************		
•	Business or Residence Addr c/o NewMarkets Internation				94403	nume on Residence of Policinal C			
	Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	□ Director	☐ General and/or Managing Partner			
	Full Name (Last name first, Bill Kellar	if individual)							
	Business or Residence Addr c/o NewMarkets Internation				94403				
•	Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	⊠ Executive Officer	☐ Director	☐ General and/or Managing Partner			
,	Full Name (Last name first, Keith San Felipe	if individual)							
•	Business or Residence Addr c/o NewMarkets Internation	ress (Number a	and Street, City, State, Zip South Norfolk Street, Sui	Code) te 350, San Mateo, CA	94403				
•		(Use hiar	ik sheet, or copy and use a	dditional copies of this st	neet, as necessar	rv.)			

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer,
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Each general and managing partner of partnership issuers

	Check Box(es) that Apply:		⊠ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner	
	Full Name (Last name first, JAFCO Co., Ltd.	if individual)				of Nascontin	
	Business or Residence Add c/o David Polifko, JAFCO				A 94301	eminikus B e Usad Politika alta elektrika	* 1
÷	Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
	Full Name (Last name first, (JAFCO) U.S. Information		ivestment Enterprise Par	mership		of New Morrand in the war wife() U.S. Informative Japanete .	off y 2 favorance
	Business of Residence Add c/o David Polifko, JAFCO				9 4301	Jashesaya Residence Kidograp (Cam yo Dayle Rabiba, Big GO venaga,	
The second of th	Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Apply General Managing Partner	rar S Da
	Full Name (Last name first, Menlo Entrepreneurs Fund		many the Maria Country of the	and the second s		. fall Name (basi heme lirty if individu Genlo Einreprensers Fund VI, L.P.	indo
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erios de la composición del composición de la co	Full Name (Last name first, Menlo Ventures VI, L.P.	if individual)	The second secon	on on the Samuel Control of the Samuel Contr		Full Name (Last name this, of individu Menda Yentaus VI. Lat.	And the second s
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	Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	and a subject to the subject of the
	Full Name (Last name first, Softbank Technology Vento		.P.			HE Same Control of the Asset C	
	Business or Residence Add c/o Edward Scott Russell,				Suite 200, Mo	ountain View, CA 94041	
	Check Box(es) that Apply:	☐ Promoter		☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
	Full Name (Last name first, Softbank Technology Ventu						
	Business or Residence Add c/o Edward Scott Russell, S Avenue, Suite 200, Mounta	SOFTBANK TO	echnology Ventures IV,		nology Adviso	ors Fund, L.P., 200 W. Evelyn	
		(Use blan)	k sheet, or copy and use a	dditional copies of this sl	neet, as necessa	ry.)	
				3	 		

•	B. INFORMATION ABOUT OFFERING			
		Yes	No	
	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		<u>X</u>	
	Answer also in Appendix, Column 2, if filing under ULOE.			
	2. What is the minimum investment that will be accepted from any individual?	\$	N/A	
		<u>Yes</u>	<u>No</u>	
	3. Does the offering permit joint ownership of a single unit?	_	<u>X</u>	
	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.			
	Full Name (Last name first, if individual) N/A			
	Business or Residence Address (Number and Street, City, State, Zip Code) N/A			
	Name of Associated Broker or Dealer N/A	· · ·		1821 - 1204 1404 - 1404 1404 - 1404
	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	an H	ea Suh S	trafit i safanisadi
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	Full Name (Last name first, if individual)	्रा इंगील्ड्	i buze. Krodosti	ندر برید کشت کا بازید میکند که این از این از این
Alle Salar and Alle S			121	And the second s
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	Name of Associated Broker or Dealer	rot D	ntr -	
	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers			
	(Check "All States" or check individual States).	AllS	tates	
•	(AL) [AK] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [ID]	- f		
	Full Name (Last name first, if individual)			
	Business or Residence Address (Number and Street, City, State, Zip Code)	-		
	Name of Associated Broker or Dealer			
	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers			
	(Check "All States" or check individual States)	All S	tates	
	[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] (IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]			

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
 Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. 		-
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	so	\$0
Equity	\$2,751,188.40	\$2,751,188.40
□ Common ☑ Preferred		
Convertible Securities (including warrants)	S Overheim	3. S 0
Partnership Interests.	S0 value se	\$
Other (Specify))		S 0_
Total		\$2.751.188.40
Answer also in Appendix, Column 3, if filing under ULOE.		Streng Nacht Aup od 1977 in
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	of the nun of ing and t maker of pa	ther of acoversely to the history he aggregate define the street rooms who have purched to be contri- . Enterthal afters also be accept.
Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only)	Number Investors	Aggregate Dollar Amount of Purchases \$2,751,188.40
Non-accredited Investors	0 Gen-accr	7 (1975)
Total (for filings under Rule 504 only)	O Tage	(Salatina Ounder Frank, 13 anive
Answer also in Appendix, Column 4, if filing under ULOE.	and the same of th	toswer alto is it is realist
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	Selectivity :	s for an othering under Male Sele under the Street in Killen nga Hilling int the manner of the A
Type of offering	Type of Security: 100	
Rule 505	Equity - Preferred	\$2,751,188.40
Regulation A	N/A (134)	\$N/A
Rule 504	<u> </u>	\$N/A
Total	Equity - Preferred	\$ <u>2,751,188.40</u>
 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. 		
Transfer Agent's Fees		S _.
Printing and Engraving Costs		\$
Legal Fees	🛮	\$75,000.00
Accounting Fees.		\$
Engineering Fees.		S
Sales Commissions (specify finders' fees separately)		S
Other Expenses (identify)		

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\$75,000.00

	C. OFFERING PRICE, NUMI	BER OF INVESTORS, EXPEN	SES A	ND USE	OF PR	OCEEDS	
	b. Enter the difference between the aggregate offering p total expenses furnished in response to Part C - Ques proceeds to the issuer."	stion 4.a. This difference is the	"adjuste	ed gross	:	\$2 <u>.676,188.40</u>	
5.	Indicate below the amount of the adjusted gross procee each of the purposes shown. If the amount for any purp the box to the left of the estimate. The total of the payme to the issuer set forth in response to Part C – Question 4.1	pose is not known, furnish an esti ents listed must equal the adjusted	mate ar	id check			
				Off Direc	nents to icers, ctors & iliates	Payments to Others	
	Salaries and fees	************************************		\$	0	s <u></u> 0	
	Purchase of real estate			\$	0	\$ <u>0</u>	
	Purchase, rental or leasing and installation of machine	ery and equipment		\$	0		
	Construction or leasing of plant buildings and facilitie	es		\$	0	Na⊡rect\$ <u>oloantel0</u>	s diagaina.
	Acquisition of other businesses (including the value of offering that may be used in exchange for the assets of pursuant to a merger)	or securities of another issuer		\$	_0	Augustian of ours Augustian of ours Augustian Survey by to Augustian Survey	adaga ankarth
	Repayment of indebtedness			\$	0	To □ larger\$ of inviolut0	
	Working capital	المحاجب المحاجب المحاجب		\$	0	· \$2.676,188.40	,
	Other (specify):			\$	·••	<u></u>	t programme service
		kandrolde Brynkfre. Parkelfre Brykkjerro		\$	0	so	المستأثية فالأ
i i	Column Totals	on the second of the late		\$	0	\$2,676,188.40	
	Total Payments Listed (column totals added)	i i i i i i i i i i i i i i i i i i i		N	\$2,67	5.188.40 Favoregis	, subject
	<u> </u>				-		
		D. FEDERAL SIGNATURE					
sig	e issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to furnish remation furnished by the issuer to any non-accredited investigations.	h to the U.S. Securities and Exc.	hange (Commiss	ion, upo	d under Rule 305, the following n written request of its staff, the	
	ner (Print or Type) wMarkets International, Inc.	Signature Rill Kells				Date: 77 December 17, 2001	
	ne of Signer (Print or Type) Kellar	Title of Signer (Print or Type) President and Chief Executive O	fficer				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE	 	_
1.	Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?	No M	
	See Appendix, Column 5, for state response.		

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) NewMarkets International, Inc.	a da un de la compaña de l La compaña de la compaña d	Signature Rill Kelle	1	Date of 15 December 17,	2001
Name (Print or Type)	Teg NA	Title of Signer (Print or Type)) سیان	Printoc Trans	
Bill Kellar	· A Section Confidence	President and Chief Executive Officer	- 144 - 140	liar	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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1							· · · · · · · · · · · · · · · · · · ·		,		1
	1	Intend to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and Amount purchased in State (Part C-Item 2)			Disqualif under Stat (if yes, explana waiver g (Part E-	fication e ULOE attach ion of ranted)	
	State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	∵ Yes	No	
	AL		х					14			1
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	ΑZ		X					.2			
	AR		X	7				3.			
	CA		х	Equity	17	\$2,682,715.20	0	CAO	,	Х	,
				Preferred Stock \$2,682,715.20			·				
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1	Intend to sell to non-accredited investors in State (Part B-Item 1)		3 4			ì	5		
State			Type of security and aggregate offering price offered in state · (Part C-Item 1)	Type of investor and Amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO		X							
MT		X					21 F		
NE		X							
NV		X					1927		
NH		X		Project and the			SB !		
NJ		X				·	NJ +		
NM		X		parent present of the	of Education	: .	NM		
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